

Union Tank Car Company

JAN 26 1981 - 11 25 AM

90 Half Day Road  
Lincolnshire, Illinois 60015

Direct Tel. No.: 312-295-4401

Law Department

INTERSTATE COMMERCE COMMISSION

An Affiliate of  
Trans Union Corporation

January 22, 1981

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Dear Sir:

We transmit to you herewith for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of each of the following documents:

1. the Second Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated January 20, 1981, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Continental Illinois National Bank and Trust Company of Chicago, 231 S. LaSalle Street, Chicago, Illinois 60693 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1977 between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 24 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto;

2. the Bill of Sale to the Bank from the Company, which relates to the substituted equipment consisting of the 24 railroad cars described in Schedule A; and

3. the Bill of Sale to the Company from the Bank, which relates to the 8 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are described in Schedule B attached hereto. Said Bill of Sale releases the equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

No. 1-026AC70  
Date JAN 26 1981  
Fee \$ 30.00  
ICC Washington, D. C.

FEE OPERATION BR.

I.C.C.

JAN 26 11 17 AM '81

RECEIVED

*John H. [unclear]*

*Mrs Lee -  
this one is  
9/1/1 - I think  
the next letters  
are as indicated  
but please double  
check - thank*

*B*

*C*

*D*

*This Supplement  
adds number*

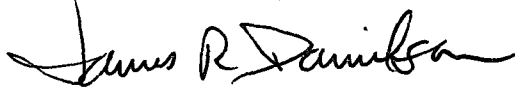
*this is a  
partial release*

Secretary  
Interstate Commerce Commission  
Page 2  
January 22, 1981

Please record the Supplemental Agreement and the two Bills of Sale as supplements to the Equipment Trust Agreement dated as of December 1, 1977, that was recorded with your office on December 5, 1977, under recordation number 9111. We enclose our check in the amount of \$30 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and both Bills of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "James R. Danielson".

James R. Danielson  
Attorney

Enclosures

SCHEDULE A - *Substituted Equipment*

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	Capacity in <u>Gallons</u>	<u>Road Numbers</u>
24	LO	4750 CUFT	UTLX43323-UTLX43346

## SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT — *Released*

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
2	Camp Car	70 Ton	SRGX 209, SRGX 709
1	Power Car	70 Ton	SRGX 700
5	Grinding Car	70 Ton	SRGX 702, SRGX 704 SRGX 706, SRGX 708 SRGX 802
<u>8</u>			

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

OFFICE OF THE SECRETARY

James R. Danielson  
Union Tank Car Company  
90 Half Day Road  
Lincolnshire, Illinois 60015

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/26/81 at 11:25AM, and assigned re-recording number(s). 9111-B, 9111-C, & 9111-D

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

STATE OF ILLINOIS )  
COUNTY OF LAKE ) SS

JAN 26 1981 - 11 25 AM  
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Linda M. Schultz, a Notary Public in and for said County, states that she compared the attached copy of the Second Supplemental Equipment Trust Agreement dated the 20th day of January 1981, by and between Union Tank Car Company and Continental Illinois National Bank and Trust Company of Chicago with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of January 1981.



*Linda M. Schultz*  
Notary Public

My Commission Expires:  
May 21, 1983

KEEP  
ICC FILE  
COPY

9111-B

## SECOND SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

This Second Supplemental Equipment Trust Agreement dated January 20, 1981, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY, a national banking association, as Trustee (the "Trustee").

### WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of December 1, 1977 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 15) (the "Trust Certificates"), in aggregate principal amount of \$40,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

### ARTICLE ONE

#### Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

## ARTICLE TWO

### Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

## ARTICLE THREE

### Concerning the Trustee

The Trustee accepts the provisions of this Second Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Second Supplemental Equipment Trust Agreement.

## ARTICLE FOUR

### Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Second Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Second Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By [Signature]  
Vice President

Attest:

[Signature]  
Assistant Secretary

CONTINENTIAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY

By [Signature]  
and Vice President  
DENIS R. HART

Attest:

[Signature]  
Trust Officer  
Richard L. LaVarnway TRUST OFFICER

STATE OF ILLINOIS

COUNTY OF LAKE

)  
)  
) SS

On the 19th day of January 1981, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Road, Lincolnshire, Illinois 60015; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Dorinda M. Schultz  
Notary Public

STATE OF ILLINOIS

COUNTY OF COOK

)  
)  
) SS

On the 22 day of January 1981, before me personally came DENIS R. HART, to me known, who, being by me duly sworn, did depose and say that he resides at **1529 OAKWOOD AVE. HIGHLAND PARK ILLINOIS 60035**; that he is <sup>2ND</sup> Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY, the national banking association described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

W. Wasby  
Notary Public

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	Capacity in <u>Gallons</u>	<u>Road Numbers</u>
24	LO	4750 CUFT	UTLX43323-UTLX43346

SCHEDULE B  
DESCRIPTION OF TRUST EQUIPMENT

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2	Camp Car	70 Ton	SRGX 209, SRGX 709
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